

Bylaws

BYLAWS of the CLUB OF WEINAKADEMIKER, a branch of the WEINAKADEMIE AUSTRIA

§ 1 Name, registered location

The branch association of the Weinakademie Austria bears the name Club of Weinakademiker and has its seat in Rust, on the Lake Neusiedl in Austria. Without mentioning this in the next paragraph, every decision affecting the Club of Weinakademiker requires express affirmation by the management of the Weinakademie Austria. This body can delegate individual matters to the executive board of the Club of Weinakademiker.

§ 2 Purpose of the Club

The Club of Weinakademiker is apolitical in nature and its activities do not seek to generate financial gain. Its purpose is the promotion and cultivation of Austrian wine in particular and the international culture of wine in general. The club also intends to contribute to the image enhancement of the individual Weinakademiker, along with supporting his/her education and training. Support of the Weinakademie Austria and the aspiring Weinakademiker is a priority of the club. Furthermore, activities will be undertaken and events presented which are conducive to the further education of its members, activities that include tasting wine in an organised fashion along with promoting the exchange of ideas and interests at both national and international level.

§ 3 Fees and Finance

The funds needed to achieve the Club's objectives will be raised by:

1. Membership fees; the amount assessed members will be determined by the General Assembly.
2. Grants and donations
3. A second consecutive missed payment of fees, after delivery of an overdue notice, will result in expulsion from the club. Subsequent payment of fees in arrears will result in immediate cancellation of the expulsion.
4. In the case of an inactive membership, payment of the annual fees is waived. The status of an inactive membership may be attained upon written application submitted by the member concerned, showing reasonable grounds, and then approved by an Executive Board decision made via a simple majority vote.

§ 4 Membership

Members of the club are divided into

- a) Ordinary members
- b) Honorary members
- c) Weinakademiker *honoris causa*

1. Ordinary members are any individuals entitled to hold the title of Weinakademiker. Ordinary members are accepted by application to the General Assembly and a simple majority vote.
2. Honorary members are persons who are nominated by the General Assembly at the request of the Board of Directors and approved with a simple majority. They enjoy no passive suffrage, i.e. they may not become candidates for office.

3. All previously and future appointed Weinakademiker *h.c.* are herewith accepted as ordinary club members. Weinakademiker *h.c.* are accepted by nomination in the General Assembly and confirmation by a simple majority.

§ 5 Termination of membership

1. Membership expires through death, voluntary resignation or expulsion.

2. A resignation must be communicated in writing to the board and must be submitted no later than 30 November to be valid for the upcoming club year.

3. The expulsion of an ordinary member or honorary member is made by a decision of the Board of Directors, via a simple majority. This presupposes the condition that the member has proved to be unworthy, by doing damage to the club or by dishonourable behaviour, or in the event that the title of Weinakademiker is revoked by the Board of Trustees of the Weinakademie Austria. Circumstances will be reviewed by the Executive Board, and decided upon via a simple majority.

4. The Executive Board decides on the reacceptance of resigned or expelled members on the basis of a letter of motivation. With the approval of reinstatement by the Executive Board, a doubled annual fee plus the current annual fee becomes due.

§ 6 Rights and obligations of the members

1. Ordinary members have the right to participate the club's events. This right implies timely registration for said events. Ordinary members have the right to vote and to stand for election. Any transfer of these rights to third parties is inadmissible.

2. Ordinary members are required to pay the membership fees by 15 February of each year. This obligation ceases upon leaving the club. Fees paid by members who have been expelled remain in the coffers of the club.

3. In addition to the casting votes in person at the General Assembly, ordinary members also have an alternative, written voting right. Details are delineated in §8, paragraph 6.

§ 7 The bodies within the club

The working bodies within the club are the Executive Board, the General Assembly, the Auditors and the Court of Arbitration.

§ 8 General Assembly

1. The ordinary General Assembly takes place on an annual basis. The board must invite all members in writing at least four weeks beforehand. This invitation can also be made by electronic means.

2. Extraordinary General Assemblies shall be held upon a resolution of Executive Board, the Ordinary General Assembly, upon written request of at least one tenth of the members or upon request of the Auditors, and convene within eight weeks.

3. Applications to the General Assembly may be submitted in writing to the Executive Board at any time, but at least two months before the date of the General Assembly, in order for a written vote to be held in due time.

4. Only those resolutions – except those concerning a request for convening an Extraordinary General Assembly – made within the framework of an agenda can be considered valid.

5. The General Assembly passes resolutions by a simple majority of valid votes cast, unless otherwise provided in the Articles of Incorporation. In case of a tie vote, the presiding officer will cast the deciding ballot. The General Assembly constitutes a quorum regardless of the number of members present.

6. Postal or electronic votes

(1) Ordinary members may also vote on matters reserved for the General Assembly by letter, e-mail or other suitable electronic medium. Changes to the association's stated objectives or the dissolution of the association cannot be the subject of postal or electronic voting.

(2) The Executive Board must ensure that each member is notified of the issue to be voted upon by letter or by e-mail, sent to the most recent postal or electronic address given.

(3) Responses received within three weeks of transmission shall count in determining the outcome of the vote.

(4) Voting is valid regardless of the number of incoming responses. Except in matters specifically requiring a two-thirds majority, the simple majority of valid votes decides the issue.

(5) If the Executive Board has reasonable doubts as to the success of the delivery procedure pursuant to paragraph 6.2 – or concerning the authenticity of votes in such a number that the result could be influenced – and these doubts can not be resolved by consulting the relevant members, then the board must declare the vote to be invalid.

(6) All procedures in the context of such votes shall be recorded by the President, or on his/her behalf by the Secretary and reported to the next General Assembly.

§ 9 Purview of the General Assembly

1. Receipt and approval of the statement of accounts and the financial statements.

2. Selection and dismissal of members of the Executive Board and the Auditors, by a simple majority of the valid votes cast.

3. Determining the amount of membership fees.

4. Advice and decision concerning the items on the agenda.

5. Admission of new Weinakademiker and Weinakademiker *h.c.*, as well as granting honorary membership.

6. Resolution on changes to the Articles of Association or voluntary dissolution of the club with 2/3 majority of the valid votes cast.

7. Advice and decision on other questions on the agenda.

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§ 10 Executive Board

1. The Executive Board is composed of the following members:

1 President

- 1 Deputy President
- 1 Treasurer
- 1 Secretary
- 2 Representatives from Austria
- 2 Representatives from Germany
- 1 Representative from Switzerland
- 1 Representative International East
- 1 Representative International West

In addition to these defined members, the Executive Board can establish advisory panels.

2. The Executive Board is authorized to set up a business office under the direction of a managing director for the purpose of managing and executing day-to-day business. The office reports directly to the president.

3. The Executive Board has the right to draft another member in the absence of an elected member.

4. The term of office of the Executive Board is two years. In any case, it remains in office until the election of a new Board.

5. Members of the Executive Board may submit their resignation in writing at any time. The letter of resignation is to be directed to the Executive Board, or in case of the resignation of the entire Executive Board to the General Assembly.

6. The Executive Board is called into session by the president, or if (s)he is prevented from doing so by the Deputy President, who will also chair the session.

7. The Executive Board will be considered to have a quorum if all its members have been invited and at least half of them are present. Resolutions will pass by a simple majority vote; in case of a tie, the vote of the president decides.

8. Members of the Executive Board of the club work in an honorary capacity as well, managing all affairs of the club in all matters not reserved for a club assembly.

9. The Executive Board can assign specific tasks to members.

10. The managing director of the Weinakademie Austria has the right to attend board meetings.

§ 11 Function of the Executive Board members

1. It is the responsibility of the President to represent the Club, especially to the general public, vis-à-vis the management of the Weinakademie Austria, to the civil authorities and all third parties. He chairs the General Assembly and the Board.

2. The Deputy President represents the President in the event of his/her absence.

3. The Secretary is responsible for keeping minutes of the Board meetings and General Assembly.

4. The treasurer is responsible for the proper financial management of the association and the management of the membership list. Upon request, the treasurer will give each member of the Executive Board detailed information concerning financial transactions.

5. The respective representatives of the individual countries and regional sections shall implement the objectives of the club in accordance with Paragraph 2 of these bylaws.

6. Members of the Executive Board can address additional tasks involved with management, individually or together. The President is exempt from this, in order to maintain the independence of the office's function.

7. All members of the Executive Board are authorised to sign for the club externally. However, the signature of the president or deputy president must be on all forms to be signed. The president may authorise others to sign on behalf of the club.

§ 12 Auditors

Two auditors are elected by the General Assembly for a term of two years. The auditors are responsible for the day-to-day monitoring of business matters and the verification of financial statements. They must report to the General Assembly with their findings.

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§ 13 Court of Arbitration

1. The Court of Arbitration shall rule in all disputes arising within the association.

2. The Court of Arbitration is composed of three ordinary members of the association. It is formed in this way: that a disputing party will nominate a member in writing to the Executive Board to serve as arbitrator. At the request of the Executive Board (made within seven days), the other party to the dispute shall nominate a second member to the Court of Arbitration within fourteen days. After being informed by the Board within seven days, the two appointed members of the court shall elect a third full member to serve as chair of the Court of Arbitration, within a further fourteen days. Members of the Court of Arbitration shall not belong to any body, with the exception of the General Assembly, whose activity is the subject of the dispute.

3. The Court of Arbitration renders its decisions, with all members present, by a simple majority. It decides to the best of its knowledge and belief. Its decisions are final.

§ 14 Dissolution of the Club

The voluntary dissolution of the club can only be decided by a 2/3 majority of eligible votes cast in a General Assembly convened for that express purpose. If a General Assembly resolves the dissolution of the club, any club assets will be used for the purposes of the club in accordance with its bylaws, after discharging all current financial obligations. The last Executive Board appointed for this purpose will decide via a simple majority of the board members. The existence of the main club remains unaffected by any possible dissolution of a branch club. No liability shall exist for the branch association.

§ 15 Rights and obligations of the clubs to each other

1. Resolutions of the Executive Board and of the General Assembly in the Club of Weinakademiker can only be considered valid upon receiving the approval of the management of the Weinakademie Austria.

2. Members of the Club of Weinakademiker are considered extraordinary members of the Weinakademie Austria. However, they are not entitled to any privileges or subject to obligations in the Weinakademie Austria, except where the bylaws provide otherwise. Likewise, the members of the Weinakademie Austria are only entitled to those rights and duties in the Weinakademiker Club, as provided by the bylaws. However, an obligation to pay fees only exists to the original association.

3. Liability for the financial and legal management of the respective clubs is excluded by the branch association for the main club and by the main club for the branch club.

4. Clubs are independent of one another, and only mutually connected within the framework of the bylaws.

Roy Blankenhorn, President
Miriam Grischott, Deputy President

These revised bylaws were adopted at the Extraordinary General Assembly of the Club on 7 July 2018.